

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM304156

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lakeview Farms, LLC		05/08/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	NXT Capital, LLC, as Agent		
Street Address:	191 N. Wacker Dr., Ste. 1200		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	1492452	THE ORIGINAL DILL DIP DOWN HOME FOODS	
Registration Number:	1662659	FLAN RICO	
Registration Number:	3023727	FLAN RICO	
Registration Number:	2209537	SEÑOR RICO	
Registration Number:	3045522	SEÑOR RICO	
Registration Number:	2944520	FIESTA!	
Registration Number:	2706905	LUISA'S	
Registration Number:	2709168	LUISA'S	
Registration Number:	2106658	REAL DESSERTS	
Registration Number:	2393253	WINKY BRAND	
Registration Number:	2393252	WINKY	
Registration Number:	3713590	GEL BITES	
Registration Number:	4508943	LAKEVIEW FARMS	
CORRESPONDENCE DATA			
Fax Number:	3128637865		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-201-3865		
Email:	sharon.patterson@goldbergkohn.com		

TRADEMARK

Correspondent Name:	Sharon Patterson, Paralegal
Address Line 1:	Goldberg Kohn Ltd., 55 E. Monroe St.
Address Line 2:	Ste 3300
Address Line 4:	Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	6492.164
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NAME OF SUBMITTER:	Sharon Patterson
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SIGNATURE:	/sharon patterson/
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DATE SIGNED:	05/12/2014
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Total Attachments: 7

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") made as of this 8th day of May, 2014, by Lakeview Farms, LLC, a Delaware limited liability company ("Grantor"), in favor of NXT Capital, LLC, in its capacity as Agent for the Lenders party to the Credit Agreement (defined below) (herein, "Grantee"):

WITNESSETH

WHEREAS, Grantor, one or more of its affiliates, Grantee and the lenders identified therein are parties to a certain Credit Agreement of even date herewith (as the same may be amended or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to Grantor (or one or more affiliates thereof) by Grantee and Lenders;

WHEREAS, pursuant to the terms of a certain Guarantee and Collateral Agreement of even date herewith among Grantor, one or more of its affiliates and Grantee (as the same may be amended or otherwise modified from time to time, the "Collateral Agreement"), Grantor has granted to Grantee, for the benefit of Secured Parties, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Collateral Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure payment and performance of the Obligations;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Collateral Agreement. The Credit Agreement and Collateral Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Collateral Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure payment and performance of the Obligations, Grantor hereby grants to Grantee, for the benefit of Secured Parties, and hereby reaffirms its prior grant pursuant to the Collateral Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

[Signature page follows]


IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of
the date first written above.

LAKEVIEW FARMS, LLC

By Martin Q. Donohue
Its VP Admin - Corp. Secs.

Agreed and Accepted
As of the Date First Written Above

NXT CAPITAL, LLC,
as Agent

By 
Its Director

SCHEDULE 1
TRADEMARKS

Federal Registrations:

1. The Original Dill Dip Down Home Foods

Registered June 14, 1988
Reg. No. 1,492,452

2. Flan Rico (Design)

Registered October 29, 1991
Reg. No. 1, 662,659

3. Flan Rico (Name)

Registered December 6, 2005
Reg. No. 3,023,727

4. Senor Rico

Registered December 8, 1998
Reg. No. 2,209,537

5. Senor Rico

Registered January 17, 2006
Reg. No. 3,045,522

6. Fiesta!

Registered April 26, 2005
Reg. No. 2,944,520

7. Luisa's and Design

Registered: April 15, 2003
Reg. No. 2,706,905

Uses as filed: Snack Dips, excluding salsa and other sauces used as dips, cheese spreads, in Class 29. Puddings, flans, and flavored and sweetened gelatins; and others sauces used as dips in Class 30.

8. Luisa's

Registered: April 22, 2003
Reg. No. 2,709,168

Uses as filed: Snack dips, excluding salsa and other sauces used as dips, cheese spreads, in Class 29. Puddings, flans, and flavored and sweetened gelatins; and salsa and other sauces used as dips in Class 30.

9. Real Desserts

Registered: October 21, 1997
Reg. No. 2,106,658

Uses as filed: Flans and flavored, sweetened gelatins in Class 30.

10. Winky and Brand

Registered: October 10, 2000
Reg. No.: 2,393,253

Uses as filed: refrigerated desserts, namely, puddings and flavored gelatins.

11. Winky

Registered: October 10, 2000
Reg. No. 2,393,252

Uses as filed: refrigerated desserts, namely, puddings and flavored gelatins.

12. Gel Bites

Registered: November 17, 2009
Reg. No. 3713590

13. Lakeview Farms

Registered: April 8, 2014
Reg. No. 4,508,943

CANADA

“Lakeview Farms” registered October 2, 2013: TMA861, 698

“Luisa’s” registered January 28, 2014, TMA 870,042